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SURFACE TRANSPORTATION BOARD

January 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated as of January 11, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of First Amendment to Master Railroad Security Agreement filed with the Board under Recordation Number 26886-A.

The names and addresses of the parties to the enclosed document are:

Bank: MB Financial Bank, N.A.
6111 North River Road
Rosemont, IL 60018

[Grantor: Residual Based Finance Corporation
ALF P-II, Inc.
70 West Madison Street, Suite 2080
Chicago, IL 60602]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

10 Locomotives: CFE 3880 - CFE 3889.

A short summary of the document to appear in the index is:

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

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PARTIAL RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

MB FINANCIAL BANK, N.A., a national banking association, with offices at 6111 North River Road, Rosemont, Illinois 60018 (the "Bank"), for good and valuable consideration (the receipt and sufficiency of which are acknowledged), hereby terminates, releases and discharges its security interests, liens and others interests granted under or pursuant to the document described below, with respect to ten (10) locomotives as reflected on Exhibit A attached hereto:

Memorandum of First Amendment to Master Railroad Security Agreement made and entered into as of June 28, 2007 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Residco"), ALF P-II, Inc. an Illinois corporation and ALF P-III, Inc. an Illinois corporation (collectively, the "Grantor"), and Bank, filed with the Surface Transportation Board on June 28, 2007 at 11:00 a.m. as Recordation Number 26886-A.

The Partial Release is limited to the above stated Railroad Equipment and the leasehold and security interests only with regard to such Railroad Equipment. Nothing herein contain shall be deemed to discharge, terminate or release any other collateral held in favor of the Bank.

Dated: January 11, 2008

MB FINANCIAL BANK, N.A.

By: Maurice M. Janes
 Printed Name: Maurice Janes
 Title: First Vice President

State of Illinois)
)
 County of Cook) ss.

On this 11th day of January, 2008, before me personally appeared Maurice M. Janes, to me personally known, who, being duly sworn did say that (s)he is a First Vice President of MB FINANCIAL BANK, N.A., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Mirsada Durakovic
 NOTARY PUBLIC

My commission expires:



EXHIBIT A

PARTIAL RELEASE OF SECURITY INTEREST

LIST OF LOCOMOTIVES

<u>Locomotive</u>	<u>Reporting Marks</u>
GP38-2	CFE 3880
GP38-2	CFE 3881
GP38-2	CFE 3882
GP38-2	CFE 3883
GP38-2	CFE 3884
GP38-2	CFE 3885
GP38-2	CFE 3886
GP38-2	CFE 3887
GP38-2	CFE 3888
GP38-2	CFE 3889

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/11/08



Robert W. Alvord